

Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Kesar Enterprises Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer</u> Seel Investment Private Limited <u>Persons acting in Concert(PAC)</u> As per Annexure A		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<u>Before the acquisition under consideration, holding of:</u>			
a) Shares carrying voting rights			
<u>Acquirer/Transferee Company</u>			
Seel Investment Private Limited	31,45,179	31.45%	31.20%
<u>Persons acting in Concert(PAC)</u>			
Harsh Rajnikant Kilachand	367	0.00%	0.00%
Harsh R Kilachand	2,940	0.03%	0.03%
Rohan Harsh Kilachand	1,89,082	1.89%	1.88%
Madhavi Harsh Kilachand	2,08,372	2.08%	2.07%
Harsh Rajnikant Kilachand	5,53,045	5.53%	5.49%
Kesar Corporation Pvt. Ltd.	23,37,922	23.38%	23.19%
Indian Commercial Company Pvt. Ltd.	2,32,264	2.32%	2.31%
Rohita Harsh Kilachand	1,87,824	1.88%	1.87
India Carat Pvt. Ltd.	10,152	0.10%	0.10%
Harsh Rajnikant Kilachand (HUF)	27,425	0.28%	0.27%
Amrish Rajnikant Kilachand	30	0.00%	0.00%
Rajnikant A Kilachand	53,208	0.53%	0.53%
Ramila Rajnikant Kilachand	10	0.00%	0.00%
Rajnikant A Kilachand	450	0.01%	0.00%
Rajnikant A Kilachand	10,848	0.11%	0.11%
Rajnikant A Kilachand	8,032	0.08%	0.08%
Shreemati Ambalal Kilachand	8,676	0.09%	0.09%

b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC – 1,69,100 Zero Coupon Optionally Convertible Preference Shares[OCPS]			
e) Total (a+b+c+d)	70,56,346	70.57%	70.01%
<u>Details of acquisition / sale</u>			
a) Shares carrying voting rights <u>Acquirer/Transferee Company</u> Seel Investment Private Limited	80,520	0.80%	0.80%
b) VRs acquired / sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold 8 Zero Coupon Optionally Convertible Preference Shares			
d) Shares encumbered/invoked/released by the acquirer			
e) Total (a+b+c+d)	80,520	0.80%	0.80%
After the acquisition / sale, holding of:			
a) Shares carrying voting rights <u>Acquirer/Transferee Company</u> Seel Investment Private Limited	32,25,699	32.00%	32.00%

<u>Persons acting in Concert(PAC)</u>	367	0.00%	0.00%
Harsh Rajnikant Kilachand	2,940	0.03%	0.03%
Harsh R Kilachand	1,89,082	1.88%	1.88%
Rohan Harsh Kilachand	2,08,372	2.07%	2.07%
Madhavi Harsh Kilachand	5,53,045	5.49%	5.49%
Harsh Rajnikant Kilachand	23,37,922	23.19%	23.19%
Kesar Corporation Pvt. Ltd.			
Indian Commercial Company Pvt. Ltd.	2,32,264	2.31%	2.31%
Rohita Harsh Kilachand	1,87,824	1.87%	1.87%
India Carat Pvt. Ltd.	10,152	0.10%	0.10%
Harsh Rajnikant Kilachand (HUF)	27,425	0.27%	0.27%
	30	0.00%	0.00%
Amrish Rajnikant Kilachand	53,208	0.53%	0.53%
Rajnikant A Kilachand	10	0.00%	0.00%
Ramila Rajnikant Kilachand	450	0.00%	0.00%
Rajnikant A Kilachand	10,848	0.11%	0.11%
Rajnikant A Kilachand	8,032	0.08%	0.08%
Rajnikant A Kilachand	8,676	0.09%	0.09%
Shreemati Ambalal Kilachand			
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
8 Zero Coupon Optionally Convertible Preference Shares			
e) Total (a+b+c+d)	70,56,346	70.00%	70.00%
6. Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Conversion of 1,69,092 Zero Coupon Optionally Convertible Preference Shares (OCPS) of Rs.10/- each aggregating to Rs.16,90,920/- into 80,520 Equity Shares of Rs.10/- each at a price of Rs.21/- Per share including Premium of Rs.11/- per share aggregating to Rs.16,90,920/-		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	5 th August, 2015		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 9,99,91,620/- [99,99,162 Equity Shares of Rs.10/- each]		
9. Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs. 10,07,96,820/- [1,00,79,682 Equity Shares of Rs.10/- each]		

10. Total diluted share / voting capital of the TC after the said acquisition / sale:	Rs: 10,07,96,820/- [1,00,79,682 Equity Shares of Rs.10/- each]
---	---

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities /warrants into equity shares of the TC.

Signature of

Acquirer/Transferee Company
Seel Investment Private Limited



Authorized Signatory

Place: Mumbai

Date: 6th August, 2015

Annexure A

List of Person Acting in Concert

1. Harsh Rajnikant Kilachand
2. Harsh R Kilachand
3. Rohan Harsh Kilachand
4. Madhavi Harsh Kilachand
5. Harsh Rajnikant Kilachand
6. Kesar Corporation Pvt. Ltd.
7. Indian Commercial Company Pvt. Ltd.
8. Rohita Harsh Kilachand
9. India Carat Pvt. Ltd.
10. Harsh Rajnikant Kilachand (HUF)
11. Amrish Rajnikant Kilachand
12. Rajnikant A Kilachand
13. Ramila Rajnikant Kilachand
14. Rajnikant A Kilachand
15. Rajnikant A Kilachand
16. Rajnikant A Kilachand
17. Shreemati Ambalal Kilachand